

RECORDATION NO. **23702-C**

DEC 14 '01 9-59 AM

TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 14, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease Agreement, dated as of October 11, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 23702.

The names and addresses of the parties to the enclosed document are:

Lessor: The Equipment Funding Group,  
a division of Provident  
Commercial Group, Inc.  
1745 Shea Center Drive  
Highlands Ranch, Colorado 80129

Lessee: Exxon Mobil Corporation  
13501 Katy Freeway  
Houston, TX 77079

Mr. Vernon Williams  
December 14, 2001  
Page Two

A description of the railroad equipment covered by the enclosed document is

Sixty-three (63) new CF 6221 Centerflow Hopper railcars  
manufactured by Trinity Industries, Inc.  
and bearing road marks and numbers (all inclusive):

XOMX 717095

XOMX 717188

XOMX 717190 through XOMX 717191

XOMX 717193 through XOMX 717250

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on October 11, 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and ExxonMobil Corporation ("Lessee").

### WITNESSETH:

The undersigned have entered into that certain Lease Agreement, dated October 11, 2001 whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING GROUP,  
A DIVISION OF PROVIDENT  
COMMERCIAL GROUP, INC.**

By:   
Name: Joseph J. McCusker, Sr.  
Title: Senior Vice President

Executed on this \_\_\_\_ day of  
December, 2001

RECORDATION NO. 23702-C FILED

DEC 14 '01 9-51 AM

**SURFACE TRANSPORTATION BOARD**

**EXXON MOBIL CORPORATION**

By: \_\_\_\_\_  
Name: Gary G. Furneaux  
Title: Procurement Specialist

Executed on this \_\_\_\_ day of  
December, 2001

## MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on October 11, 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and ExxonMobil Corporation ("Lessee").

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING GROUP,  
A DIVISION OF PROVIDENT  
COMMERCIAL GROUP, INC.**

By: \_\_\_\_\_  
Name: Joseph J. McCusker, Sr.  
Title: Senior Vice President

Executed on this \_\_\_\_ day of  
December, 2001


**EXXON MOBIL CORPORATION**

By:   
Name: Gary G. Furneaux  
Title: Procurement Specialist

Executed on this 12<sup>th</sup> day of  
December, 2001

State of Colorado)  
 ) ss:  
County of Douglas)

On this \_\_\_\_ day of December, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires:

11-26-05

State of Texas)  
 ) ss:  
County of Harris)

On this \_\_\_\_ day of December, 2001, before me personally appeared Gary Furneaux, to me personally known, who being duly sworn, says that he is a Procurement Specialist of EXXON MOBIL CORPORATION, a New Jersey corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

State of Colorado)  
 ) ss:  
County of Douglas)

On this \_\_\_\_ day of December, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

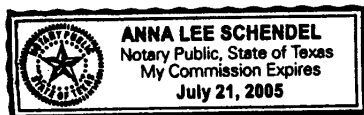
My commission expires:

State of Texas)  
 ) ss:  
County of Harris)

On this 12<sup>th</sup> day of December, 2001, before me personally appeared Gary Furneaux, to me personally known, who being duly sworn, says that he is a Procurement Specialist of EXXON MOBIL CORPORATION, a New Jersey corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anna Lee Schendel  
Notary Public

My commission expires:



**SCHEDULE A  
TO MEMORANDUM OF LEASE AGREEMENT**

Sixty-three (63) new CF 6221 Centerflow Hopper railcars  
manufactured by Trinity Industries, Inc.  
and bearing road marks and numbers (all inclusive):

XOMX 717095

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